

RESMED INC  
Form 4  
November 13, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**FARRELL PETER C**  
  
(Last) (First) (Middle)  
  
**RESMED INC., 9001 SPECTRUM CENTER BOULEVARD**  
  
(Street)  
  
**SAN DIEGO, CA 92123**  
  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**RESMED INC [RMD]**  
  
3. Date of Earliest Transaction (Month/Day/Year)  
**11/11/2014**  
  
4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman of the Board**  
  
6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |
| ResMed Common Stock             | 11/11/2014                           |  | F                              |   | 3,728<br>(1)  | D  | \$ 51.15 277,536 D                                    |
| ResMed Common Stock             | 11/01/2014                           |  | F                              |   | 9,318<br>(2)  | D  | \$ 51.15 268,218 D                                    |
| ResMed Common Stock             | 11/11/2014                           |  | F                              |   | 9,247<br>(3)  | D  | \$ 51.15 258,971 D                                    |
| ResMed Common                   | 11/11/2014                           |  | F                              |   | 2,596<br>(4)  | D  | \$ 51.15 256,375 D                                    |

Stock

|                           |         |   |  |
|---------------------------|---------|---|--|
| ResMed<br>Common<br>Stock | 22,783  | I | Peter C.<br>Farrell<br>Grantor<br>Retained<br>Annuity<br>Trust dated<br>December<br>2012 <sup>(5)</sup>    |
| ResMed<br>Common<br>Stock | 200,000 | I | Peter C.<br>Farrell<br>Grantor<br>Retained<br>Annuity<br>Trust dated<br>March 4,<br>2014 <sup>(5)</sup>    |
| ResMed<br>Common<br>Stock | 200,000 | I | Peter C.<br>Farrell<br>Grantor<br>Retained<br>Annuity<br>Trust dated<br>October 14,<br>2014 <sup>(5)</sup> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                     |

# Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| FARRELL PETER C<br>RESMED INC.<br>9001 SPECTRUM CENTER BOULEVARD<br>SAN DIEGO, CA 92123 | X             |           | Chairman of the Board |       |

## Signatures

Peter C. Farrell, Executive  
Chairman

11/13/2014

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Disposition to issuer for tax withholding upon vesting of performance-based Restricted Stock Units granted on 11/11/2010 and vested on 11/11/2014.
- (2) Disposition to issuer for tax withholding upon vesting of performance-based Restricted Stock Units granted on 11/16/2011 and vested on 11/11/2014.
- (3) Disposition to issuer for tax withholding upon vesting of performance-based Restricted Stock Units granted on 11/15/2012 and vested on 11/11/2014.
- (4) Disposition to issuer for tax withholding upon vesting of performance-based Restricted Stock Units granted on 11/13/2013 and vested on 11/11/2014.
- (5) Securities held by Larry Poster, Trustee of the Peter C.Farrell Grantor Retained Annuity Trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.